

Rathi & Associates

COMPANY SECRETARIES

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29th December, 2022

To,
The Chairman
The Indian Performing Right Society Limited
208, Golden Chambers,
New Andheri Link Road,
Andheri (West),
Mumbai – 400 053

Sub: Scrutinizer's Report on remote e-voting prior to and e-voting conducted at Extra-Ordinary General Meeting No. 1st/2022-23 ("EGM") of the members of The Indian Performing Right Society Limited held on 29th December, 2022.

Dear Sir,

The Indian Performing Right Society Limited ("the Company"), vide resolution by circulation passed by its Board of Directors on 1st December, 2022 had appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting prior to the Extra-ordinary General Meeting No. 1st/2022-23 ("EGM") and e-voting conducted at the EGM on the resolutions contained in the Notice dated 2nd December, 2022 of the Company, as prescribed under Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, placed for the approval of members of the Company, be carried out in a fair and transparent manner.

The EGM was held through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") without the physical presence of the Members at a common venue and in compliance with General Circular No. 03/2022 dated 5th May 2022, 10/2021 dated 23rd June, 2021 read with Circular No. 14/2020 dated 08th April 2020, 17/2020 dated 13th April 2020, 20/2020 dated 5th May 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020 and 02/2021 dated 13th January 2021 (collectively "Circulars") issued by the Ministry of Corporate Affairs ("MCA"). The Company had provided e-voting facility at the EGM for those Members who did not cast their votes through remote e-voting prior to the EGM.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 read with Rules made thereunder and the Circulars, relating to remote e-voting prior to the EGM and e-voting conducted at the EGM on the resolutions as contained in the aforesaid Notice of the Members of the Company.



My responsibility as Scrutinizer is to scrutinize and ensure that the voting done through remote e-voting prior to the EGM and e-voting conducted at the EGM is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports in relation to the remote e-voting prior to the EGM and e-voting conducted at the EGM as per the facility provided by Central Depository Services (India) Limited ('CDSL'), the agency engaged by the Company for the said purposes.

Pursuant to Section 101 of the Act, Notice of EGM along with Explanatory Statement under Section 102 of the Act were sent to the Members by permitted means as per the Circulars i.e. by e-mail. Following resolutions were proposed for approval by the Members at the EGM:

1. Alteration of existing Articles of Association of the Company by adoption of new set of Articles of Association in total exclusion and substitution thereof.
2. Appointment of Mr. Harris Jayaraj (DIN- 02081326) as Author-Composer Director, Region-South, who shall be liable to retire by rotation.
3. Appointment of Mr. Jeet Gannguli (DIN- 08484597) as Author-Composer Director, Region-East, who shall be liable to retire by rotation.
4. Appointment of Mr. Samir Sen (DIN- 02810672) as Author-Composer Director, Region-North, who shall be liable to retire by rotation.

The Company provided remote e-voting facility to the members to cast votes on aforesaid resolutions prior to the EGM. The Company also provided e-voting facility at the EGM to those members who had not cast their votes through remote e-voting, to enable them to cast their votes on the aforesaid resolutions at the EGM.

Remote e-voting facility was made available to the members of the Company to exercise their voting rights from 9.00 a.m. of Monday, 26th December, 2022 upto 5:00 p.m. of Wednesday, 28th December, 2022. Accordingly, votes cast through remote e-voting upto 5:00 p.m. of Wednesday, 28th December, 2022 have been considered for my scrutiny. The voting data related to remote e-voting prior to EGM and e-voting at the EGM was unblocked after closure thereof in the presence of Mr. Manoj Dhamal and Ms. Komal Binwani, two persons not in employment with the Company. As required under Rule 22(10) of the Companies (Management and Administration) Rules, 2014, a register has been maintained and particulars of data related to e-votes cast by the members have been recorded therein.

After conclusion of the EGM, the voting through remote e-voting prior to the EGM and e-voting conducted at the EGM were unlocked. In case of members who cast votes through remote e-voting prior to the EGM as well as through e-voting conducted at the EGM, the voting through remote e-voting by such members prior to EGM was treated as valid.



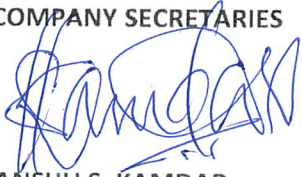
In accordance with Article 24 of the Articles of Association of the Company, in respect of Resolution Nos. 2 to 4, e-votes cast by Author-Composer Members only have been considered.

A summary of the votes cast by members through remote e-voting prior to the EGM and e-voting at the EGM with their pattern of voting is as per Annexure attached to this Report.

The results of the voting by members through remote e-voting prior to the EGM and e-voting at the EGM in respect of the above-mentioned resolutions may accordingly be declared by CEO of the Company who has been authorised in this regard by the Chairman.

Yours sincerely,

For **RATHI & ASSOCIATES**
COMPANY SECRETARIES



HIMANSHU S. KAMDAR
PARTNER
M. NO FCS 5171
COP NO 3030
UDIN: F005171D002826242



ANNEXURE

1. Alteration of existing Articles of Association of the Company by adoption of new set of Articles of Association in total exclusion and substitution thereof.

Sr. No.	Particulars	No. of members who voted	No. of votes
a.	Votes cast through e-voting at EGM		
	Author-Composer Members	10	10
	Publisher-Owner Members	1	44,348
b.	Votes cast through remote e-voting prior to EGM		
	Author-Composer Members	268	268
	Publisher-Owner Members	28	8,12,060
	Total		
	Author-Composer Members	278	278
	Publisher-Owner Members	29	8,56,408
c.	Less: Invalid e-voting at EGM/remote e-voting prior to EGM		
	Author-Composer Members	0	0
	Publisher-Owner Members	0	0
d.	Net valid e-voting at EGM/remote e-voting prior to EGM		
	Author-Composer Members	278	278
	Publisher-Owner Members	29	8,56,408
	(i) E-voting at EGM/remote e-voting prior to EGM with assent for the Resolution		
	Author-Composer Members	265	265
	Publisher-Owner Members	27	8,56,300
	% of Assent		
	Author-Composer Members		95.32
	Publisher-Owner Members		*99.99
	(ii) E-voting at EGM/remote e-voting prior to EGM with dissent for the Resolution		
	Author-Composer Members	13	13
	Publisher-Owner Members	2	108
	% of Dissent		
	Author-Composer Members		*4.68
	Publisher-Owner Members		0.01

*Rounded off to nearest number



2. Appointment of Mr. Harris Jayaraj (DIN- 02081326) as Author-Composer Director, Region-South, who shall be liable to retire by rotation.

Sr. No.	Particulars	No. of members who voted	No. of votes
a.	Votes cast through e-voting at EGM		
	Author-Composer Members	10	10
	Publisher-Owner Members	1	44,348
b.	Votes cast through remote e-voting prior to EGM		
	Author-Composer Members	274	274
	Publisher-Owner Members	26	7,58,980
	Total		
	Author-Composer Members	284	284
	Publisher-Owner Members	27	8,03,328
c.	Less: Invalid e-voting at EGM/remote e-voting at EGM		
	Author-Composer Members	0	0
	Publisher-Owner Members	27	8,03,328
d.	Net valid e-voting at EGM/remote e-voting prior to EGM		
	Author-Composer Members	284	284
	Publisher-Owner Members	0	0
	(i) E-voting at EGM/remote e-voting prior to EGM with assent for the Resolution		
	Author-Composer Members	241	241
	Publisher-Owner Members	0	0
	% of Assent		
	Author-Composer Members		*84.86
	Publisher-Owner Members		-
	(ii) E-voting at EGM/remote e-voting prior to EGM with dissent for the Resolution		
	Author-Composer Members	43	43
	Publisher-Owner Members	0	0
	% of Dissent		
	Author-Composer Members		15.14
	Publisher-Owner Members		-

*Rounded off to nearest number



3. Appointment of Mr. Jeet Gannguli (DIN- 08484597) as Author-Composer Director, Region-East, who shall be liable to retire by rotation.

Sr. No.	Particulars	No. of members who voted	No. of votes
a.	Votes cast through e-voting at EGM		
	Author-Composer Members	10	10
	Publisher-Owner Members	1	44,348
b.	Votes cast through remote e-voting prior to EGM		
	Author-Composer Members	276	276
	Publisher-Owner Members	27	7,58,990
	Total		
	Author-Composer Members	286	286
	Publisher-Owner Members	28	8,03,338
c.	Less: Invalid e-voting at EGM/remote e-voting at EGM		
	Author-Composer Members	0	0
	Publisher-Owner Members	28	8,03,338
d.	Net valid e-voting at EGM/remote e-voting prior to EGM		
	Author-Composer Members	286	286
	Publisher-Owner Members	0	0
	(i) E-voting at EGM/remote e-voting prior to EGM with assent for the Resolution		
	Author-Composer Members	268	268
	Publisher-Owner Members	0	0
	% of Assent		
	Author-Composer Members		*93.71
	Publisher-Owner Members		-
	(ii) E-voting at EGM/remote e-voting prior to EGM with dissent for the Resolution		
	Author-Composer Members	18	18
	Publisher-Owner Members	0	0
	% of Dissent		
	Author-Composer Members		6.29
	Publisher-Owner Members		-

*Rounded off to nearest number



4. Appointment of Mr. Samir Sen (DIN- 02810672) as Author-Composer Director, Region-North, who shall be liable to retire by rotation.

Sr. No.	Particulars	No. of members who voted	No. of votes
a.	Votes cast through e-voting at EGM		
	Author-Composer Members	10	10
	Publisher-Owner Members	1	44,348
b.	Votes cast through remote e-voting prior to EGM		
	Author-Composer Members	272	272
	Publisher-Owner Members	26	7,58,980
	Total		
	Author-Composer Members	282	282
	Publisher-Owner Members	27	8,03,328
c.	Less: Invalid e-voting at EGM/remote e-voting at EGM		
	Author-Composer Members	0	0
	Publisher-Owner Members	27	8,03,328
d.	Net valid e-voting at EGM/remote e-voting prior to EGM		
	Author-Composer Members	282	282
	Publisher-Owner Members	0	0
	(i) E-voting at EGM/remote e-voting prior to EGM with assent for the Resolution		
	Author-Composer Members	228	228
	Publisher-Owner Members	0	0
	% of Assent		
	Author-Composer Members		80.85
	Publisher-Owner Members		-
	(ii) E-voting at EGM/remote e-voting prior to EGM with dissent for the Resolution		
	Author-Composer Members	54	54
	Publisher-Owner Members	0	0
	% of Dissent		
	Author-Composer Members		*19.15
	Publisher-Owner Members		-

*Rounded off to nearest number

